

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,

Debtors.

) Chapter 11

) Case No. 01-1139 (KJC)

) (Jointly Administered)

) Re: Docket Nos. 31687, 31756, **31687**

) **and 31756**

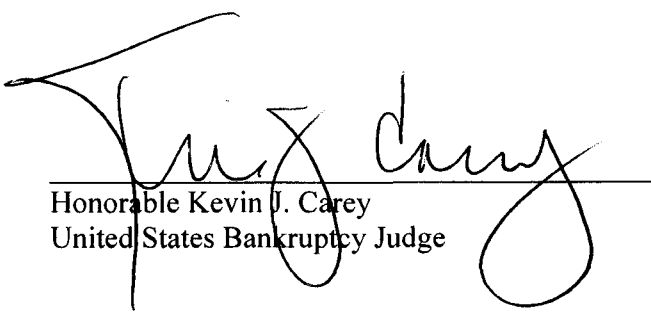
**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF FRANKEL
WYRON LLP AS BANKRUPTCY CO-COUNSEL TO ROGER FRANKEL,
THE ASBESTOS PERSONAL INJURY FUTURE CLAIMANTS' REPRESENTATIVE,
NUNC PRO TUNC TO JANUARY 16, 2014**

Upon consideration of the *Application of Roger Frankel, Asbestos PI Future Claimants' Representative, for the Entry of an Order Authorizing the Retention and Employment of Frankel Wyron LLP as Bankruptcy Co-Counsel Nunc Pro Tunc to January 16, 2014* (the "Application") and the *Declaration of Richard H. Wyron in Support* thereof (the "Wyron Declaration"), it appearing that the relief requested is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; the Court having found that Frankel Wyron LLP ("FW LLP") is disinterested, does not represent any other entity having an adverse interest in these chapter 11 cases, and does not represent or hold an interest adverse to the Debtors or their estates in these Chapter 11 Cases with respect to the matters on which FW LLP is to be employed; the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Application having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that:

1. The Application be, and hereby is, granted in its entirety.
2. Pursuant to Sections 328 and 1103(a) of the Bankruptcy Code and the Appointment Order, Roger Frankel (the "FCR") be, and he hereby is, authorized to employ and retain FW LLP as bankruptcy co-counsel, effective as of January 16, 2014, upon the terms, and to perform the services, set forth in the Application and the Wyron Declaration, so long as Roger Frankel serves as the FCR in these cases for individuals who may assert asbestos-related personal injury claims and/or demands in the future against the Debtors.
3. Compensation, including professional fees and reimbursement of expenses, shall be payable to FW LLP from the Debtors' estates, in accordance with the procedures set forth in Sections 330 and 331 of the Bankruptcy Code and the terms and conditions described in the Application and the Wyron Declaration, subject to approval by this Court and subject to the Administrative Compensation Order entered in these cases.
4. The fees and expenses of FW LLP allowed by the Court shall be an administrative expense of the Debtors' estates.

Dated: Feb 21, 2014



Honorable Kevin J. Carey
United States Bankruptcy Judge